

RECORDATION NO. 29563-D FILED

JUL 09 '12 -5 00 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'hare Centre
6250 River Rd, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

VIA UPS 2nd DAY AIR

July 5, 2012

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street S.W., Suite 100
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated June 14, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 29563.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 N. River Road, Suite 5000
Rosemont, IL 60018

Lessee: Thermo Fluids Inc.
8925 East Pima Center Parkway
Scottsdale, AZ 85258

A description of the railroad equipment covered by the enclosed document is for one (1) tank car marked FURX 130232.

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne
Senior Rail Documentation Specialist

Enclosures

(THFL006)

ASSGN. NO.: THFL006

JUL 09 '12 - 5 00 PM

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 14th day of June, 2012, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and THERMO FLUIDS INC. ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of November 18, 2010, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 5 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of June 14, 2012, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: [Signature]

Name: JOHN J THOMAS

By: [Signature]

Title: PRESIDENT

Name: GEORGIA FREIBURGER

Title: MANAGER OF DOCUMENTATION

Executed on this 14th day of June, 2012.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

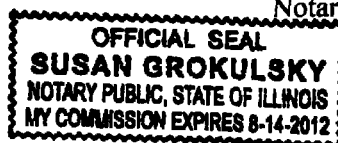
I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that JOHN J. THOMAS personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 14th day of June, 2012.

[Signature]
Notary Public

My Commission Expires:

8-14-2012
(Notary Public)



TA

LESSEE:

THERMO FLUIDS INC.

ATTEST:

By: Ted Sinclair

Name: TED SINCLAIR

Title: C. O. O.

By: _____

Name: _____

Title: _____

Executed on this 30th day of MAY, 2012.

[CORPORATE SEAL]

STATE OF Arizona

COUNTY OF Maricopa

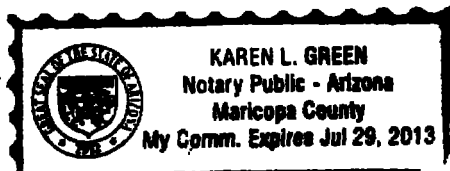
I, Karen L. Green, a Notary Public of the County and State aforesaid, certify that Ted Sinclair personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 30th day of May, 2012.

Karen L. Green
Notary Public

Commission Expires:

July 29, 2013
(Notary Public)



Handwritten mark

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: One (1)

DESCRIPTION OF CAR: Tank Car.

CAR NUMBER: FURX 130232